

EXHIBIT C

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

MOTORS LIQUIDATION COMPANY,

f/k/a/ GENERAL MOTORS CORP.,

Debtor.

Chapter 11

Case No. 09-50026 (REG)

Jointly Administered

**ORDER GRANTING APPROVING THE NON-OWNED SITE
CONSENT DECREE AND ENVIRONMENTAL SETTLEMENT AGREEMENT**

Upon the Motion of the Debtors for an Order Approving the Consent Decree and Settlement Agreement Between the United States of America and the Debtors (“**Debtors’ Approval Motion**”) and the Motion of the United States of America (the “**United States**”) for entry of an Order to Approve the Consent Decree and Environmental Settlement Agreement Among the Debtors and the United States (the “**Approval Motion**”)¹; and it appearing that the relief requested is in the best interests of Debtors’ estates, its creditors and other parties in interest; and the Court having jurisdiction to consider the Approval Motion and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334; and consideration of the Approval Motion and the relief requested therein being a core proceeding pursuant to 28 U.S.C. § 157(b); and venue being proper before this Court pursuant to 28 U.S.C. §§ 1408 and 1409; and notice of Debtors’ Approval Motion having been filed by Debtors on March 22, 2011, and deemed adequate and appropriate under the circumstances; and after lodging of the Non-Owned Site Settlement Agreement with this Court on March 4, 2011, and publication of the Non-Owned Site

1 Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Approval Motion.

Settlement Agreement in the *Federal Register* for public comment; and the Court having reviewed the United States' memorandum of law in support of the Approval Motion responding to public comments submitted to the United States concerning the Non-Owned Site Settlement Agreement; and the Court having determined that the legal and factual bases set forth in the Approval Motion establish just cause for the relief granted herein; and upon all of the proceedings before the Court and after due deliberation and sufficient cause appearing therefore, it is hereby

1. **ORDERED** that the Approval Motion is granted; and it is further

2. **ORDERED** that the Non-Owned Site Settlement Agreement is hereby approved as fair, reasonable and consistent with environmental law; and it is further;

3. **ORDERED** that the parties to the Non-Owned Site Settlement Agreement are authorized to take all actions necessary to effectuate the relief granted pursuant to this Order; and it is further

1. **ORDERED** that the terms and conditions of this Order shall be immediately effective and enforceable upon its entry; and it is further

2. **ORDERED** that this Court retains jurisdiction with respect to all matters arising from or related to the implementation of this Order.

New York, New York
Date: _____, 2011

United States Bankruptcy Judge